



# NORTHBROOK CORPORATION

30 July 1986

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of Reporting Mark Agreements Relating to Management Contract and Acknowledgement Agreements Relating to Management Contract, secondary documents under the Management Contract dated as of April 9, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14712.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation  
(formerly known as Funding Systems Railcars, Inc.)  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attn: President

Owner: Greenbrier Leasing Corp.  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97034-8612  
Attn: Operations Manager

Wisconsin & Southern Railroad Co.  
511 Barstow Street  
Horicon, WI 53032

Wisconsin & Southern Leasing Co.  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062

Upper Merion and Plymouth Leasing Co.  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062

Upper Merion and Plymouth Railroad Company  
P.O. Box 404  
Conshohocken, PA 19428

RECORDATION NO. 14712 - A+B  
Filed 1025

AUG 5 1986 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

6 No. 217A031

AUG 5 1986

Date

Fee \$ 20.00

JCC Washington, D.C.

TOO OFFICE OF  
THE SECRETARY  
AUG 5 11 22 AM '86  
MOTOR OPERATING UNIT

RECORDATION 1-0. 14712-B Filed 1425

AUG 5 1986 -11 25 AM

INTERSTATE COMMERCE COMMISSION

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 30th day of July, 1986, I hereby certify that I have compared the attached copy of Acknowledgement Agreements Relating To Management Contract between Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) and Greenbrier Leasing Corp. dated June 4, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.

(seal)

  
Notary Public

My Commission Expires Nov. 5, 1988

S U P P L E M E N T A L   D O C U M E N T

ACKNOWLEDGEMENT AGREEMENTS

RELATING TO

MANAGEMENT CONTRACT

DATED AS OF APRIL 9, 1985

BETWEEN

NORTHBROOK CORPORATION  
(Formerly Known As Funding Systems Railcars, Inc.)

AND

GREENBRIER LEASING CORP.

PRIMARY DOCUMENT RECORDATION NO. 14712

ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT CONTRACT  
BY AND BETWEEN NORTHBROOK CORPORATION  
(FORMERLY KNOWN AS FUNDING SYSTEMS RAILCARS, INC.)  
AND GREENBRIER LEASING CORP. DATED APRIL 9, 1985

This Acknowledgement is entered into as of the 4th day of June, 1986 between Greenbrier Leasing Corp. ("Owner") and Wisconsin & Southern Railroad Co. ("WSOR").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of WSOR, pursuant to a management contract with Owner dated April 9, 1985 ("Management Contract"), performs certain managerial services for Owner with respect to the railcars described in the Management Contract (the "Cars"); and

WHEREAS, WSOR, as a Class III shortline railroad principally engaged in the business of railroad freight operations, is the owner of a registered railroad reporting mark (the "WSOR Mark"); and

WHEREAS, the WSOR Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted WSOR to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Contract, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which WSOR is a party.

NOW, THEREFORE, WSOR, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as WSOR may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 4, 1986

WISCONSIN & SOUTHERN RAILROAD CO.

By: Dennis T. Hurst

Its Executive Vice President - Finance

Attest: Sharon L. Schumacher

Acknowledged and Accepted:

GREENBRIER LEASING CORP.

By: Noorris M. Webb

Its: Vice President

Attest: Al B.

ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT CONTRACT  
BY AND BETWEEN NORTHBROOK CORPORATION  
(FORMERLY KNOWN AS FUNDING SYSTEMS RAILCARS, INC.)  
AND GREENBRIER LEASING CORP. DATED APRIL 9, 1985

This Acknowledgement is entered into as of the 4th day of June, 1986 between Greenbrier Leasing Corp. ("Owner") and Upper Merion and Plymouth Railroad Company ("UMP").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of UMP, pursuant to a management contract with Owner dated April 9, 1985 ("Management Contract"), performs certain managerial services for Owner with respect to the railcars described in the Management Contract (the "Cars"); and

WHEREAS, UMP, as a Class III shortline railroad principally engaged in the business of railroad freight operations, is the owner of a registered railroad reporting mark (the "UMP Mark"); and

WHEREAS, the UMP Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted UMP to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Contract, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which UMP is a party.

NOW, THEREFORE, UMP, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as UMP may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 4, 1986

UPPER MERION AND PLYMOUTH RAILROAD COMPANY

By:

Jennie T. Hurst

Its Executive Vice President - Finance

Attest:

Sharon L. Schumacher

Acknowledged and Accepted:

GREENBRIER LEASING CORP.

By:

Norman M. Webb

Its:

Vice President

Attest:

ALB

ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT CONTRACT  
BY AND BETWEEN NORTHBROOK CORPORATION  
(FORMERLY KNOWN AS FUNDING SYSTEMS RAILCARS, INC.)  
AND GREENBRIER LEASING CORP. DATED APRIL 9, 1985

This Acknowledgement is entered into as of the 4th day of June, 1986 between Greenbrier Leasing Corp. ("Owner") and Wisconsin & Southern Leasing Co. ("WSOX").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of WSOX, pursuant to a management contract with Owner dated April 9, 1985 ("Management Contract"), performs certain managerial services for Owner with respect to the railcars described in the Management Contract (the "Cars"); and

WHEREAS, WSOX, as a railcar leasing company principally engaged in the business of managing and leasing railcars having private reporting markings, is the owner of a registered private reporting mark (the "WSOX Mark"); and

WHEREAS, the WSOX Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted WSOX to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Contract, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which WSOX is a party.

NOW, THEREFORE, WSOX, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as WSOX may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 4, 1986

WISCONSIN & SOUTHERN LEASING CO.

By:

Dennis T. Hurst

Its Executive Vice President - Finance

Attest:

Sharon L. Schumacher

Acknowledged and Accepted:

GREENBRIER LEASING CORP.

By:

Norris M. Webb

Its:

Vice President

Attest:

ALB

ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT CONTRACT  
BY AND BETWEEN NORTHBROOK CORPORATION  
(FORMERLY KNOWN AS FUNDING SYSTEMS RAILCARS, INC.)  
AND GREENBRIER LEASING CORP. DATED APRIL 9, 1985

This Acknowledgement is entered into as of the 4th day of June, 1986 between Greenbrier Leasing Corp. ("Owner") and Upper Merion and Plymouth Leasing Co. ("UMPX").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of UMPX, pursuant to a management contract with Owner dated April 9, 1985 ("Management Contract"), performs certain managerial services for Owner with respect to the railcars described in the Management Contract (the "Cars"); and

WHEREAS, UMPX, as a railcar leasing company principally engaged in the business of managing and leasing railcars having private reporting markings, is the owner of a registered private reporting mark (the "UMPX Mark"); and

WHEREAS, the UMPX Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted UMPX to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Contract, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which UMPX is a party.

NOW, THEREFORE, UMPX, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as UMPX may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 4, 1986

UPPER MERION AND PLYMOUTH LEASING CO.

By:

Dennis T. Hunt

Its Executive Vice President - Finance

Attest:

Sharon L. Schumaker

Acknowledged and Accepted:

GREENBRIER LEASING CORP.

By:

Norris M. Webb

Its:

Vice President

Attest:

ALB

STATE OF OREGON )  
 )  
COUNTY OF CLACKAMAS )

On this 11th day of July, 1986,  
before me personally appeared Norriess M. Webb, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Greenbrier Leasing Corporation  
that one of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed on  
behalf of said corporation by authority of its Board of Directors and he/she  
acknowledged that the execution of the foregoing instrument was the free act  
and deed of said corporation.

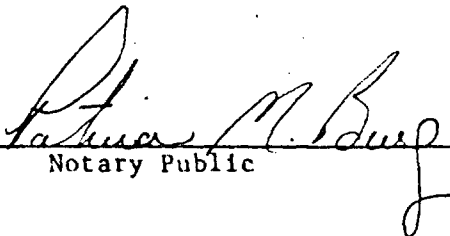
Janet E Hudson  
Notary Public

My commission expires:

May 28, 1991

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 4th day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President - Finance of Wisconsin & Southern Railroad Co., that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

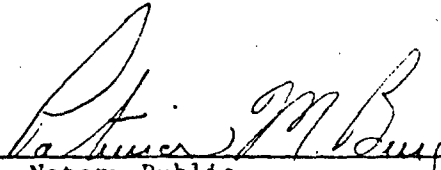
  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

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STATE OF Illinois )  
COUNTY OF Cook )

On this 4th day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President - Finance of Upper Merion and Plymouth Railroad Company, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

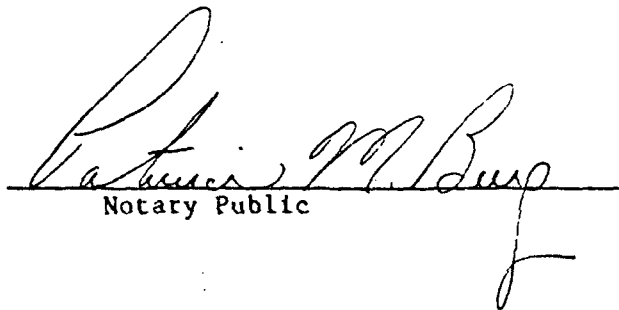
  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

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STATE OF Illinois )  
COUNTY OF Cook )

On this 4th day of June, 1986 before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President - Finance of Wisconsin & Southern Leasing Co., that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

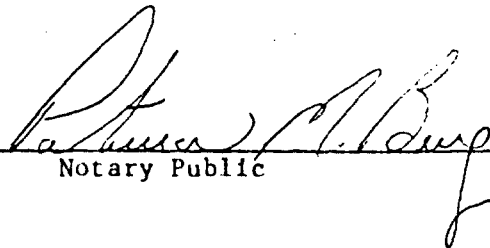
  
Notary Public

My Commission Expires Nov. 5, 1988

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STATE OF Illinois )  
COUNTY OF Cook )

On this 4th day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President - Finance of Upper Merion and Plymouth Leasing Co., that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

Mr. James H. Bayne  
Interstate Commerce Commission  
30 July 1986  
Page 2

A general description of railroad equipment covered by the enclosed documents is as follows:

Five (5) covered hopper railcars bearing reporting mark WSOR

The original and all extra copies of the enclosed documents should be returned to Ms. Patricia Burg, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

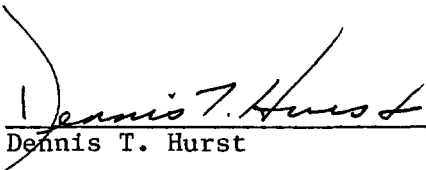
Also enclosed is a remittance in the amount of \$20.00 for payment of recordation fees.

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

NORTHBROOK CORPORATION

By

  
Dennis T. Hurst

DTH/pb

Enclosures

SENT VIA: Certified Mail/Return Receipt Requested

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

MS. Patricia Burg  
Northbrook Corporation  
2215 Sanders Road  
Ste. 370  
Northbrook, IL. 60062

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8-5-86 at 11:25 A.M., and assigned recordation number(s). 15019-A and B and 14712-A and B

Sincerely yours,

*Noreta R. McGehee*

Enclosure(s)

SE-30  
(7/79)